Entered on Docket

March 16, 2011
GLORIA L. FRANKLIN, CLERK
U.S BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

1 2 3 4	MCNUTT LAW GROUP LLP SCOTT H. MCNUTT (CSBN 104696) SHANE J. MOSES (CSBN 250533) MARIANNE M. DICKSON (CSBN 249737) 188 The Embarcadero, Suite 800 San Francisco, California 94105 Telephone: (415) 995-8475 Facsimile: (415) 995-8487	ollowing constitutes rder of the court. Signed March 16, 2011 Roger L. Efremsky U.S. Bankruptcy Judge
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9	Proposed Attorneys for Debtor	
10	UNITED STATES BA	ANKRUPTCY COURT
11		ICT OF CALIFORNIA
12		D DIVISION
13	In re	Case No. 11-41431 RLE
14		
15	Round Table Pizza, Inc.,	(Jointly Administered with Case Nos. 11-41432 RLE, 11-41433 RLE, and
16	Debtor.	11-41434 RLE)
17		Chapter 11
18		
19		THIRD ORDER AUTHORIZING INTERIM USE OF CASH COLLATERAL
20		Judge: Hon. Roger Efremsky
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The MOTION FOR ORDER AUTHORIZING USE OF CASH COLLATERAL (the "Cash Collateral Motion") of Round Table Pizza, Inc., Round Table Franchise Corporation, Round Table Development Company, and Round Table Pizza of Nevada, LLC, the joint debtors and debtors in possession in the above captioned Chapter 11 reorganization cases (collectively "Round Table" or the "Debtor") came before this Court on February 11, 2011. This Court entered the ORDER AUTHORIZING INTERIM USE OF CASH COLLATERAL (the "Initial Order") on February 14, 2011, pursuant to which the Court granted the Cash Collateral Motion on the terms set forth in such order and authorized Round Table to use cash collateral in accordance with, and subject to the terms of, such order through February 24, 2011. This Court entered the SECOND ORDER AUTHORIZING INTERIM USE OF CASH COLLATERAL (the "Second Interim Order") on February 23, 2011. The Court finding good cause appearing therefor,

IT IS HEREBY ORDERED that

- A further hearing on the Cash Collateral Motion is set for April 1, 2011, at 10:30 a.m. before the Honorable Roger Efremsky, United States Bankruptcy Judge;
- 2. Unless terminated earlier pursuant to this Order and except as otherwise expressly provided herein, Round Table may use cash collateral in the ordinary course of its business through 5:00 p.m. on April 1, 2011 (the "Specified Period"), in accordance with the Budget attached hereto as Exhibit "A" (the "Budget"). Notwithstanding the foregoing, unless the Lenders otherwise agree in writing, Round Table's authorization to use cash collateral shall automatically terminate, excluding regularly scheduled payroll, in the event that:
 - (i) its cash balance drops below \$2.25 million as measured at the end of each week during the Specific Period;
 - (ii) actual receipts from its restaurant operations drop below 90% of the "Restaurant" receipts reflected on the Budget as measured weekly on a cumulative basis from the start of the Budget through the then-current week;
 - (iii) its cumulative actual operating disbursements exceed 110% of cumulative operating disbursements set forth in the Budget as measured weekly on a cumulative basis

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from the start of the Budget through the then-current week and excluding from such calculation both the actual disbursement and the disbursements reflected on the Budget for (a) "Rent & CAM," (b) "Sales Tax," (c) "February Stub Rent" and (d) "Store Closure Costs" (collectively, the "Excluded Disbursements"); provided that, in the event that Round Table exceeds it cumulative "Restaurant" receipts during such measurement period, for purposes of calculating compliance with this clause (iii) the Budget amount for disbursements other than the Excluded Disbursements shall be deemed to be increased in the same proportion as actual "Restaurant" receipts exceed those reflected on the Budget for such measurement period; and

- (iv) its cumulative actual disbursements for "Rent & CAM," "Sales Tax" and "Store Closure Costs" exceed 110% of the cumulative amount for such disbursements reflected on the Budget as measured weekly on a cumulative basis from the start of the Budget through the then-current week.
- 3. By noon on Thursday, March 17, 2011, and thereafter by the close of business on each Wednesday during the term of this Order, Round Table shall deliver to the Agent and the Official Committee, through counsel, a reconciliation showing (i) actual disbursements as well as actual cash receipts during the previous week compared with the amounts for such week set forth on the Budget, (ii) the cumulative actual disbursements and receipts for the period of the Budget through and including the previous week compared with the budgeted amounts for the corresponding period, and (iii) commencing on Wednesday, March 23, 2011, a summary of outstanding post-petition accounts payable as of the end of the previous week.
- 4. Round Table shall permit representatives, agents, employees, counsel and other advisors of the Lenders and the Official Committee to have reasonable access to Round Table's premises, records, personnel and advisors during normal business hours (without unreasonable interference with the proper operation of Round Table's businesses and upon reasonable prior notice) and shall cooperate with, and provide to such representatives, agents, employees, counsel and other advisors all such information as they may reasonably request.

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1	5. The Agent, for and or	n behalf of itself, the Lenders and all other parties entitled to
2	the benefit of liens or security intere	sts under the pre-petition documentation between Round
3	Table and the Lenders, is hereby gra	anted replacement liens against Round Table's post-petition
4	assets (other than rights and causes of	of action arising under Chapter 5 of the Bankruptcy Code)
5	with the same nature, extent, validity	y and enforceability as their pre-petition liens, but solely to
6	secure any diminution in the value of	of its collateral, with all interested parties reserving all rights
7	with respect to the scope of the pre-	petition collateral; Notwithstanding the foregoing, any such
8	replacement liens shall be subordina	ted to the compensation and expense reimbursement
9	(excluding professional fees) allowe	d to any trustee thereafter appointed in the case.
10	6. Round Table is hereb	y authorized and empowered to take all actions necessary to
11	implement the relief granted in this (Order; and
12	7. This Court shall retain	n jurisdiction with respect to all matters arising from or related
13	to the implementation of this Order.	
14	APPROVED AS TO FORM AND	CONTENT:
15	Dated: March 15, 2011	LATHAM & WATKINS LLP
16		
17		By: /s/ Gregory O. Lunt Gregory O. Lunt
18		Attorneys for General Electric Credit Corporation, as Agent for the Lenders
19		Agent for the benders
20	APPROVED AS TO FORM AND	CONTENT:
21	Dated: March 15, 2011	BROWNSTEIN HYATT FARBER SCHRECK, LLP
22		
23		By: /s/ Karol K. Denniston
24		Karol K. Denniston Counsel for the Official Creditors' Committee
25		
26	*	* * END OF ORDER * * *
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Exhibit A

	Actuals	Actuals	Forecast													
Actuals/Forecast Week Ending	2/13/11	2/20/11	2/27/11	3/6/11	3/13/11	3/20/11	3/27/11	4/3/11	4/10/11	4/17/11	4/24/11	5/1/11	5/8/11	5/15/11	5/22/11	First 15 Weeks
Regnant Regniss/Marketing Fund	1,722,309 66,482	1,822,475 87,588	1,784,814 736,547	1,612,306 85,549	1,558,379 25,482	1,530,719 68,516	1,491,562 375,913	1,491,562 404,388	1,403,100	1,405,843 82,821	1,403,100	1,403,100 498,326	1,446,319	1,483,037	1,473,829	23,032,454 3,313,517
John-Venture Salestan Other-Royalty Income/Allocation Done: 1 / pr. Bannar	136,548	20,000 144,490 26,049	141,504 31,141	8,583 127,827 64,628	123,552	121,359 67,484	118,254	28,583 118,254 64,628	111,241	111,458	111,241 67,484	28,583 111,241	114,667 64,628	110,602	116,848 67,484	85,749 1,819,087 453,525
Cash Receipts	1,925,339	2,100,601	2,694,006	1,898,894	1,707,413	1,951,078	1,985,730	2,107,416	1,640,055	1,600,123	1,853,893	2,041,249	1,746,152	1,736,372	1,879,014	28,867,333
Jonos Lignon	(868,503)	(459,125)	0	(446.072)	(435,520)	(435,520)	(390,654)	(307,332)	(292,863)	(304,608)	(272,967)	(296,597)	(359.142)	(343,595)	(355,550)	(5,568,049)
Operating Supplies	(985'89)	0	(50,471)	(71,391)	(69,703)	(69,703)	(62,522)	(54,788)	(53,717)	(48,754)	(48,044)	(47,472)	(26,809)	(26,809)	(56,241)	(815,010)
Outsourcing Services Cornorate Pavroll Tayes & Rene	(5 403)	(29,829)	(142)	(26,228)	C	(24,636)	(66 550)	(24,636)	(66.550)	(24,636)	(055 99)	(24,636)	(60,000)	(117 929)	(24,636)	(179,237)
Rektallrant Payroll, Taxes & Bene	(594,033)	(638,092)	(705,434)	(582,096)	(529,330)	(557,282)	(505,330)	(534,692)	(485,030)	(507,684)	(458,696)	(805,136)	(456,212)	(536,293)	(486,590)	(8,384,930)
Ot ke Benefits Inc <mark>ul</mark> ance	0 0	(111,015)	(76,851)	(193,670)	0 0	(170,526)	0 0	0 0	(193,670)	0 0	(170,526)	0 0	(193,670)	0 0	(170,526)	(1,280,453)
Royalties	0	0	0	0	0	0	(207,114)	0	0	0	0	(311,252)	0	0	0	(518,366)
Adveltising & Marketing	(2,547)	0	(52,547)	(2,547)	(5,764)	(111,469)	(5,764)	(5,764)	818	(179,887)	818	818	(9,039)	(6:0'6)	(143,305)	(525,218)
UTILITIES REPLY CAM	00	(163,577)	(176,161) (527,111)	(36,946)	71,238 (278,914)	00	(76,000) (64,138)	(111,171) (249,563)	(102,600) (487,141)	00	(80,000) 0	(89,523) (326,018)	(102,000) (501,518)	0 0	(80,000)	(946,740) (2,438,380)
POS Maintenance / Prop Taxes				(17,852)	2000		000	(17,852)				(17,852)				(53,556)
August ESOP Company Stores Overhead Expenses	0	0	(49,746)	(45,746)	(31,346)	(31,346)	(14,000)	(28,857)	(28,857)	(49,840)	(49,840)	(49,840)	(49,840)	(49,840)	(49,840)	(543,796)
Remotes & Maintenance	0	0	0	0 0	(28,565)	(28,565)	(26,540)	(24,384)	(24,384)	(22,788)	(22,788)	(22,788)	(27,307)	(27,307)	(27,307)	(282,723)
Borny Fees / Legal Cobr R.D / Phone/Petty Cash	(25,000)	100.000	(25,000)	0				(34,684)					(34,301)			(50,000)
Saes ax	0	0	(460,016)	(74,886)	0	0	(416,971)	(62,879)	0	0	0	(648,015)	0	0	0	(1,667,767)
Store Closure Costs February Stub Rent			0	0	0	(83,632)	(90,678)	(66,678)								(240,988)
Credy Cards Processing		(115,500)				(115,500)				(88,000)				(88,000)		(407,000)
Other Operating Disbursements	(1,601)	(45,415)	(87,121)	(63,252) (1.761,492)	(44,773)	(54,511)	(49,249)	(52,258)	(31,308)	(1.361.780)	(48,410)	(39,771)	(58,652)	(56,957)	(42,577)	(694,058)
Operating Cash Flow	259,666	389,070	415,406	137,402	304,736	86,749	(18,638)	(197,930)	(138,644)	238,342	572,629	(754,762)	(175,736)	450,603	318,182	1,887,075
Borrowing Bersowing																0 0
Nethelp Borrowing	0	0 0	0 0	0 0	0	0	0 00000	0	0 (10000)	0	0 000001	0 000	0 000000	0	0	0 000011
Cappal Expenditures Sr. <mark>Co</mark> nder Adequate Protection	0	0	0	Þ	(10,000)	(10,000)	(100,01)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(000,01)	(10,000)	0
Other Adequate Protection Investing & Financing	o	G	o	c	(10.000)	(10.000)	(10.000)	(10.000)	(10.000)	(10.000)	(10.000)	(10.000)	(10.000)	(10.000)	(10.000)	(110.000)
3	>	>	>	•	(approx)	(200(21)	(000'01)	(000'01)	(000/01)	(000'01)	(pop(pr)	(ppp(pt)	(pop(pr)	(coorat)	(accion)	(200(211)
AssenSale Proceeds				(71 238)	(142 475)	350,000		100,000			75,000					525,000
Advertising and Marketing Deposit		0	(150,000)	(posting)	(2)	(75,000)										(225,000)
De <u>bto</u> r's Counsel & Advisors Committee Counsel & Advisors						(20,000)				(20,000)					(20,000)	(60,000)
Interest Payments to Lenders				0				0				0				0
Reorganization Cash Flows	0	0	(150,000)	(71,238)	(142,476)	158,762	0	100,000	0	(45,000)	75,000	(20,000)	0	0	(45,000)	(139,952)
Net Change in Cash	259,666	389,070	265,406	66,164	152,259	235,511	(28,638)	(107,930)	(148,644)	183,342	637,629	(784,762)	(185,736)	440,603	263,182	1,637,123
G Beginning Cash Balance	1,467,069	1,726,735	2,115,805	2,381,211	2,447,375	2,599,634	2,835,145	2,806,508	2,698,578	2,549,934	2,733,277	3,370,906	2,586,143	2,400,407	2,841,010	1,467,069
Net Change in Cash	259,666	389,070	265,406	66,164	152,259	235,511	(28,638)	(107,930)	(148,644)	183,342	637,629	(784,762)	(185,736)	440,603	263,182	1,637,123
Ending Cash Balance	1,726,735	2,115,805	2,381,211	2,447,375	2,599,634	2,835,145	2,806,508	2,698,578	2,549,934	2,733,277	3,370,906	2,586,143	2,400,407	2,841,010	3,104,192	3,104,192
Constants	367 367 1	177	1,000	37.0 788.0	ACS 003 C	2000	909 900 6	00000	7,000,000	בבר ככב נ	200.076.6	505143	700,007	000000	01 100	
ሊሚያ ለሚያunts Receivable	2,058,522	1,970,934	1,234,387	1,963,359	1,937,877	1,869,361	1,493,448	2,148,190	2,022,475	1,939,654	1,667,586	2,089,649	1,969,113	1,826,379	3,104,192	
Inventory	617,000	617,000	573,276	519,835	519,835	485,827	485,827	485,827	466,394	466,394	466,394	466,394	466,394	466,394	466,394	
Case Equivalents at Petition Date	4,402,257 4,209,073	4,703,739 4,209,073	4,188,874 4,209,073	4,930,568 4,209,073	5,057,346 4,209,073	5,190,333 4,209,073	4,785,782 4,209,073	5,332,595 4,209,073	5,038,803 4,209,073	5,139,325 4,209,073	5,504,885 4,209,073	5,142,186 4,209,073	4,835,914 4,209,073	5,133,783 4,209,073	5,176,113 4,209,073	
Change in Cash Equivalents	193,184	494,666	(20,199)	721,496	848,273	981,260	576,709	1,123,522	829,731	930,252	1,295,812	933,114	626,841	924,711	967,040	